

MAY 14 1959

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# TORONTO STOCK EXCHANGE

FILING STATEMENT No. 305.  
ACCEPTED FOR FILING, MAY 13th. 1959.

## ROCKWIN MINES LIMITED

Full corporate name of Company  
Incorporated by Letters Patent in 1945, under The Companies Act (Ontario), as Winora Gold Mines Limited. Supplementary Letters Patent dated April 1953, increasing capital. Supplementary Letters Patent dated May 1955, changing name and consolidating issued capital.  
Particulars of incorporation (e.g., incorporated under Part IV of The Corporations Act, 1933 (Ontario) by Letters Patent dated May 1st, 1937)

## FILING STATEMENT

Reference is made to previous Filing Statement No. 95.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

|                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Head office address and any other office address.                                                                                                                                                                                                                                                              | Room 508, Royal Bank Building, King and Yonge Streets, Toronto, Ontario                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.                                                                                                                                                                                              | Proposed underwriting and option agreement on treasury shares (See Items 7 and 8).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 3. Names, addresses and chief occupations for the past five years of officers and directors.                                                                                                                                                                                                                      | President and Director:- JOSEPH S. WILLIAMS, Q.C., Barrister and Solicitor, 74 Inglewood Dr. Toronto, Ontario.<br>Vice-President and Director:- DR. W. H. GIFFORD, Doctor of Dental Surgery, Oshawa, Ontario.<br>Secretary-Treasurer and Director:- MURRAY AXMITH, Accountant and Company Executive, 4 Alderton Court, Toronto.<br>Director:- JOHN GARDON, JR., Accountant, 41 Himount Drive, Willowdale.<br>Director:- JOHN S. GRANT, Barrister and Solicitor, 17 Daleberry Place, Willowdale, Ontario.                                                                                                                                                                                                                                                                             |
| 4. Share capitalization showing authorized and issued and outstanding capital.                                                                                                                                                                                                                                    | The authorized capital of the Company is 5,000,000 shares of the par value of \$1.00. Issued and outstanding 3,700,000 shares all fully paid.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.                                                                                                                                                                      | Nil.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state. | J.D.Cullingham & Co. 185 Bay St. Toronto, 773,614 (not beneficially owned)<br>S.B.Roman, 360 Bay St. Toronto, 240,000 (216,000 escrowed)<br>S.J.Brooks & Co. 185 Bay St. Toronto, 101,433 (not beneficially owned)<br>T.A.Richardson & Co. 11 King St. W. Toronto, 116,006 (not beneficially owned)<br>Murray Axmith, 4 Alderton Court, Toronto, 102,101 (88,020 escrowed)                                                                                                                                                                                                                                                                                                                                                                                                           |
| 7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.                                                                                                                                                        | Subject to acceptance of this Filing Statement, and effective forthwith upon such acceptance, by agreement dated May 11th, 1959, S.J.Brooks & Co., members of the Toronto Stock Exchange (acting for a client), and J.D. Cullingham & Co. Ltd., a registered Broker-Dealer under The Securities Act (Ontario), have agreed to firmly purchase between them, 300,000 shares of the Company at the price of 40 cents per share. The Company has granted to them options on all or any part of an additional 700,000 shares, being 200,000 shares at 50 cents in three months; 200,000 shares at 65 cents in six months; 100,000 shares at 75 cents in nine months; 100,000 shares at \$1.00 in twelve months and 100,000 shares at \$1.25 in fifteen months.                           |
| 8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.                                                                                                   | S. J. Brooks & Co. will purchase 200,000 of the shares proposed to be firmly underwritten at 40 cents per share, and J.D.Cullingham & Co. Ltd. will purchase the remaining 100,000 shares. The options on the additional 700,000 shares are to be held equally, each as to an undivided one-half interest throughout, at each price.<br>S. J. Brooks & Co. is acting for its client, Henson Kinross & Smith Limited, and J.D. Cullingham & Co. Ltd., is acting on its own behalf as principal. The controlling shareholders in Henson, Kinross & Smith Limited are Ralph C.C. Henson, and S.J.Brooks of Toronto, and Ernest E. Lewis of Clarkson, Ontario. The controlling shareholders of J.D. Cullingham & Co. Ltd., are John Gardon Jr., and Mary-Ann Cullingham both of Toronto. |
| 9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.                                                                                                                                                                                              | A total of 705,857 shares are held in escrow by Guaranty Trust Company of Canada, Toronto, subject to release therefrom upon the prior consent of the Toronto Stock Exchange.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)                                                                                    | S.B.Roman - aforesaid - 216,000 shares<br>Murray Axmith - aforesaid - 88,020<br>M. Kessler, 6 Glenmore Blvd., Toronto 71,010<br>Roytor No. 1 Account, Toronto 60,750<br>Trans-Canada Exploration Ltd. 360 Bay St. Toronto 90,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

AR84



## FINANCIAL STATEMENTS

ROCKWIN MINES LIMITED

(Incorporated as a Public Company Under the Laws of the Province of Ontario, Canada)

## BALANCE SHEET

AS AT APRIL 30, 1959

## ASSETS

|                                                                                                                  |               |    |                   |                 |
|------------------------------------------------------------------------------------------------------------------|---------------|----|-------------------|-----------------|
| Cash in Bank                                                                                                     |               | \$ | 27,691.41         |                 |
| Bank Deposit Receipt                                                                                             | \$ 100,000.00 |    |                   |                 |
| Add: Accrued Interest Thereon                                                                                    | <u>450.00</u> |    | 100,450.00        |                 |
| Marketable Securities - At Cost                                                                                  |               |    |                   |                 |
| (Quoted Market Value \$343,625.00)                                                                               |               |    | <u>347,042.50</u> | \$ 475,183.91   |
| <u>Investments - (At Cost)</u>                                                                                   |               |    |                   |                 |
| Shares in a Mining Company and a<br>Mining Syndicate                                                             |               | \$ | 40,000.00         |                 |
| Shares in Olivier Iron and Steel<br>Corporation Limited (No Personal<br>Liability)                               |               |    | <u>690,906.57</u> | 730,906.57      |
| <u>Mining Properties (At Cost)</u>                                                                               |               |    |                   |                 |
| Seventeen Mining Claims - Lingman<br>Lake Area, Province of Ontario                                              |               | \$ | 106,903.62        |                 |
| Forty-Nine Mining Claims -<br>Mattagami Area, Province of Quebec                                                 |               |    | <u>55,000.00</u>  | 161,903.62      |
| <u>Fixed Asset (At Cost)</u>                                                                                     |               |    |                   |                 |
| Office Equipment                                                                                                 |               |    |                   | 780.00          |
| <u>Deferred Expenditures</u>                                                                                     |               |    |                   |                 |
| Development Expenditures on Mining<br>Properties and General and<br>Administrative Expenses to<br>April 30, 1959 |               |    |                   |                 |
| Balance - January 1, 1959                                                                                        |               | \$ | 256,217.86        |                 |
| Add: Expenditures for the Four Months<br>Ended April 30, 1959 (as per<br>attached Statement)                     |               |    | <u>2,772.98</u>   |                 |
|                                                                                                                  |               | \$ | 258,990.84        |                 |
| Organization and Reorganization Expenses                                                                         |               |    | <u>6,995.41</u>   | 265,986.25      |
| TOTAL ASSETS                                                                                                     |               |    |                   | \$ 1,634,760.35 |

## LIABILITIES AND CAPITAL

### Current Liabilities

|                                          |    |           |              |
|------------------------------------------|----|-----------|--------------|
| Accounts Payable and Accrued Liabilities | \$ | 1,098.06  |              |
| Due to Brokers                           |    | 14,795.00 | \$ 15,893.06 |

### Capital Stock and Deficit

## Capital Stock

Authorized:

5,000,000 Shares Par Value \$1.00 Each

Issued and Fully Paid:

|                  |                 |
|------------------|-----------------|
| 3,700,000 Shares | \$ 3,700,000.00 |
|------------------|-----------------|

Less: Discount  
Thereon

1,837,796.25 \$1,862,203.75

## Capital Deficit

243,336.46      1,618,867.29

## TOTAL LIABILITIES AND CAPITAL

\$ 1,634,760.35

"J.S. Williams"

"M. Axsmith"



ROCKWIN MINES LIMITED

STATEMENT OF DEVELOPMENT, GENERAL AND ADMINISTRATIVE EXPENSES

FOR THE FOUR MONTHS ENDED APRIL 30, 1959

Development Expenses

Supervision Fee

\$ 875.00

General and Administrative Expenses

Administrative Salaries

\$ 1,600.00

Office Services

400.00

Directors' Fees

250.00

Transfer Agents Fees

and Expenses

250.00

Licences, Taxes and Fees

183.60

Listing Fees

100.00

\$ 2,783.60

Less: Interest Earned

885.62

1,897.98

TOTAL DEVELOPMENT, GENERAL AND ADMINISTRATIVE EXPENSES

\$ 2,772.98



|                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 11. Brief statement of company's chief development work during past year.                                                                                                                                                                                                                          | A geophysical survey was carried out and recorded on the 49 unpatented claims held by the Company in Cavellier Township, Mattagami area, Quebec.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.                                                                                                                                                          | The proceeds of the proposed underwriting will be used for general corporate purposes, and to pay for diamond drilling recommended to be carried out on the Company's Mattagami claims.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.                                                                                                                    | 23,400 shares and 400 warrants, Consolidated Denison Mines Limited, cost price \$347,042.50, quoted market value \$346,370.00<br>100,000 shares Laurier Red Lake Mines Limited, cost \$30,000.00 present market value - Nil.<br>10 Units Pioneer Syndicate, cost \$10,000.00 market value - Nil.<br>The Company has held 724,000 shares of Olivier Iron and Steel Corporation Limited for a cost of \$690,906.57.<br>Negotiations are being concluded whereby the said shares will be cancelled, along with certain other issued shares, and the capital of Olivier Iron and Steel will be reduced accordingly. The Company will receive immediately an amount equivalent to about 30 cents per share in cash, and the balance of the Company's investment will be represented by a hypothec and mortgage secured on the Duval and Mingan iron sands properties of Olivier Iron and Steel. |
| 14. Brief statement of any lawsuits pending or in process against company or its properties.                                                                                                                                                                                                       | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.                                                                                                                                                                               | The shareholders named in Item 6 hereof voting in combination might control a meeting of shareholders dependent entirely upon share representation at such meeting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.                                                                                                                               | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.                                                                                                                                                   | Non-applicable.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company. | Non-applicable.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 19. Statement of any other material facts and if none, so state.                                                                                                                                                                                                                                   | None, save that John Gardon Jr., one of the controlling shareholders of J.D.Cullingham & Co. Ltd. (referred to as one of the underwriters in Items 7 and 8) is a Director of this Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

DATED May 12<sup>th</sup> 1959

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.S. Williams"

"M. Axmith"

ROCKWIN MINES LIMITED

CORPORATE  
SEAL

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#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

S. J. BROOKS & CO.

J. D. CULLINGHAM & CO. LTD.

"E.E. Lewis"

Per:

Per:

"J. Gardon, Jr"